



PLM INTERNATIONAL, INC.

655 Montgomery Street  
Twelfth Floor  
San Francisco, CA 94111

415/989-1860  
Telex 34430

November 10, 1988

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

NOV 14 1988 11-10 AM  
RECORDATION NO. 6025

No. 8-319A025  
Date NOV 14 1988  
Fee \$ 13.00

Re: Bill of Sale - 95 Hopper Railroad Cars

ICC Washington, D.C.

Dear Ms. Lee:

Please file the enclosed documents with the ICC at your earliest convenience. We have enclosed:

1. One original and one copy of the above-referenced Bill of Sale
2. Check for \$13.00 payable to the Interstate Commerce Commission for the filing fee.

The Sellers' addresses are:

Mississippi Power Company  
2992 West Beach  
Gulfport, Mississippi 39501

Gulf Power Company  
500 Bay Front Parkway  
Pensacola, Florida 32501

The Buyer's address is:

PLM International, Inc.  
655 Montgomery Street, 12th Floor  
San Francisco, CA 94111

Please directly return evidence of filing with letter to my attention.  
Thank you for your kind attention and assistance.

Sincerely,

Katherine A. Greenwood  
Staff Attorney

KAG:cd  
Enclosures  
111088-29

NOV 14 1988 11-10 AM  
RECORDATION NO. 6025  
FEB 14 1989 11-10 AM  
RECORDATION NO. 6025



PLM INTERNATIONAL, INC.

655 Montgomery Street  
Twelfth Floor  
San Francisco, CA 94111

415/989-1860  
Telex 34430

November 16, 1988

FEDERAL EXPRESS

Mildred Lee  
Interstate Commerce Commission  
12th and Constitution Avenue N.W.  
Washington, D.C. 20423

Re: Bill of Sale - 95 Hopper Railroad Cars

Dear Ms. Lee:

Per your request, enclosed is a copy of the above-referenced Bill of Sale sent to you earlier this week. I apologize for any inconvenience this may have caused you.

Sincerely,

Katherine A. Greenwood  
Staff Attorney

KAG:cd  
Enclosures  
111088-29

# Interstate Commerce Commission

Washington, D.C. 20423

11/18/88

OFFICE OF THE SECRETARY

Katherine A Greenwood

Staff Attorney

PLM International INC

655 Montgomery St. 12th Fl

San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/14/88 at 11:10am, and assigned recordation number(s). 16025

Sincerely yours,

*Narta L. McEneaney*

Secretary

Enclosure(s)

NOV 14 1988 11-10 AM

BILL OF SALE

FROM

MISSISSIPPI AND GULF POWER COMPANIES

1 6025  
RECORDATION NO. FILE 1489

Mississippi Power Company, a Mississippi corporation, and Gulf Power Company, a Maine corporation ("Sellers"), pursuant to that certain Agreement of Purchase and Sale dated as of September 22, 1988 (the "Purchase Agreement"), by and among Sellers and Pitney Bowes Credit Corporation, a Delaware Corporation, in consideration of the payment of the sum of \$1.00 and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, hereby sell, assign, convey and transfer to PLM International, Inc., assignee of Pitney Bowes Credit Corporation, ("Purchaser") all of Sellers' rights, title, and interest in and to the all steel, five (5) pocket, 98 ton, 3,800 cubic foot capacity hopper railroad cars listed and described in Schedule 1 attached hereto (the "Cars"), to have and to hold the same unto Purchaser, its successors and assigns forever.

Sellers hereby warrant to Purchaser, and Purchaser's successors and assigns, as follows:

1. That Sellers are the lawful owners of the Cars (each Seller owning a 50% undivided interest as a tenant in common) and have good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;
2. That Sellers have full power and authority to sell and convey the Cars to Purchasers; and
3. That Sellers have not executed any other bill of sale or other instrument which by its terms purports to transfer title to the Cars, or any interest therein, to any other person or entity.

The Sellers further agree to forever warrant and defend the title to the Cars unto Purchaser, its successors and assigns, against all lawful claims of any person whatsoever.

THIS BILL OF SALE, BEING FURTHER DOCUMENTATION OF THE SALES, CONVEYANCES AND ASSIGNMENTS PROVIDED IN AND BY THE PURCHASE AGREEMENT, DOES NOT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN, EXPAND UPON OR LIMIT THE RIGHTS AND OBLIGATIONS THEREIN PROVIDED.

IN WITNESS WHEREOF, each Seller has caused this instrument to be executed in its name by a duly authorized representative as of this the 24 day of October, 1988.

Signed and acknowledged in the presence of:

Kim McMurphy  
Janet H Taylor

Signed and acknowledged in the presence of:

Bonnie B. Sprinkle  
Angela M. Bolyard

MISSISSIPPI POWER COMPANY

By: R. C. Pierce <sup>EOL</sup>  
Title: Vice President

GULF POWER COMPANY

By: Earl B. Parsons Jr.  
Vice President  
Title: Electric Operations

STATE OF MISSISSIPPI

COUNTY OF HARRISON

The foregoing instrument was acknowledged before me this the 24 day of October, 1988 by R. C. Pierce, the Vice President of Mississippi Power Company, a Mississippi corporation.

My Commission expires:  
10-27-90

Janet H Taylor  
Notary Public

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this the 25th day of October, 1988 by Earl B. Parsons, Jr., the Vice President of Gulf Power Company, a Maine corporation.

My Commission expires:  
September 5, 1991

Corne W. Sidney  
Notary Public

/jmpc8/mpcgulfbillsale/

DESCRIPTION OF CARS

Quantity: 95 Cars

AAR Mechanical Designation: HTS

Identification Numbers:

DEGX	81468	DEGX	80323	DEGX	78167	DEGX	78008
DEGX	78073	DEGX	80452	DEGX	78049	DEGX	78198
DEGX	81473	DEGX	78098	DEGX	80440	DEGX	80357
DEGX	80286	DEGX	80330	DEGX	78196	DEGX	78118
DEGX	78017	DEGX	80307	DEGX	80398	DEGX	80437
DEGX	80263	DEGX	78146	DEGX	78173	DEGX	80451
DEGX	80312	DEGX	80239	DEGX	80348	DEGX	78099
DEGX	78087	DEGX	78137	DEGX	78023	DEGX	78033
DEGX	78069	DEGX	78165	DEGX	78116		
DEGX	78090	DEGX	78108	DEGX	78199		
DEGX	80310	DEGX	80365	DEGX	78051		
DEGX	80261	DEGX	81480	DEGX	80359		
DEGX	80390	DEGX	80320	DEGX	78208		
DEGX	78133	DEGX	80247	DEGX	78189		
DEGX	80300	DEGX	78204	DEGX	78111		
DEGX	78122	DEGX	78214	DEGX	80276		
DEGX	80458	DEGX	80314	DEGX	80399		
DEGX	80376	DEGX	78055	DEGX	80309		
DEGX	78044	DEGX	78180	DEGX	78144		
DEGX	78222	DEGX	78061	DEGX	80295		
DEGX	78066	DEGX	78123	DEGX	78105		
DEGX	80285	DEGX	78060	DEGX	80338		
DEGX	78048	DEGX	78207	DEGX	81482		
DEGX	80420	DEGX	78013	DEGX	80454		
DEGX	81483	DEGX	78062	DEGX	78082		
DEGX	78120	DEGX	80386	DEGX	80292		
DEGX	80358	DEGX	78150	DEGX	80264		
DEGX	78009	DEGX	78170	DEGX	78223		
DEGX	81466	DEGX	80266	DEGX	80331		